

WEIL, GOTSHAL & MANGES LLP

Richard W. Slack (*pro hac vice*)

(richard.slack@weil.com)

Jessica Liou (*pro hac vice*)

(jessica.liou@weil.com)

Matthew Goren (*pro hac vice*)

(matthew.goren@weil.com)

767 Fifth Avenue

New York, NY 10153-0119

Tel: 212 310 8000

Fax: 212 310 8007

KELLER BENVENUTTI KIM LLP

Jane Kim (#298192)

(jkim@kbbkllp.com)

David A. Taylor (#247433)

(dtaylor@kbbkllp.com)

Thomas B. Rupp (#278041)

(trupp@kbbkllp.com)

650 California Street, Suite 1900

San Francisco, CA 94108

Tel: 415 496 6723

Fax: 650 636 9251

Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF HERB BAER IN
CONNECTION WITH REORGANIZED
DEBTORS' OPPOSITION TO BAUPOST
GROUP SECURITIES, L.L.C.'s MOTION
FOR ORDER DEEMING SUPPLEMENT TO
ITS PROOFS OF RECESSION OR DAMAGE
CLAIMS TIMELY**

Hearing Information:

Date: January 25, 2023

Time: 10:00 a.m. (Pacific Time)

Place: **(Tele/Videoconference Only)**

United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

1 I, Herb Baer, pursuant to section 1746 of title 28 of the United States Code, hereby declare under
2 penalty of perjury that the following is true and correct to the best of my knowledge, information, and
3 belief:

4 1. I am a Director of Consulting at Kroll Restructuring Administration LLC (formerly
5 known as Prime Clerk LLC) (“**Kroll**”)¹, an affiliate of Kroll Settlement Administration LLC. Kroll’s
6 principal office is located at 55 East 52nd Street, New York, NY 10055.

7 2. I am providing this Declaration in connection with the *Reorganized Debtors’ Opposition*
8 *to Baupost Group Securities, L.L.C.’s Motion for Order Deeming Supplement To Its Proofs of Rescission*
9 *or Damage Claims Timely* (the “**Opposition**”), filed contemporaneously herewith in the above-
10 captioned chapter 11 cases (the “**Chapter 11 Cases**”) of PG&E Corporation and Pacific Gas and Electric
11 Company, as debtors and reorganized debtors (collectively, “**PG&E**,” the “**Debtors**,” or the
12 “**Reorganized Debtors**,” as applicable).

13 3. I have extensive experience and expertise in all aspects of claims administration,
14 including direct notice, paper and electronic publication, website design, claimant communication,
15 claims intake and processing, distribution of payments, and tax reporting. During the last 20 years, I
16 have personally led claims administration teams in major chapter 11 cases such as Lehman Brothers,
17 Takata, Purdue, Mallinckrodt, WorldCom, Bethlehem Steel, Global Crossing, Republic Airways
18 Holdings Inc., RCS Capital Corporation, Aspect Software Parent Inc., Steve and Barry’s and Arch
19 Wireless. Kroll has been retained by the Reorganized Debtors as claims and noticing agent in the Chapter
20 11 Cases. Kroll has significant experience in the administrative aspects of large, complex chapter 11
21 cases. Kroll’s professionals have acted as administrative agent and/or official claims and noticing agent
22 in large bankruptcy cases in this District and other districts nationwide. A detailed description of my
23 experience and qualifications is attached hereto as **Exhibit A**.

24 4. Except as otherwise indicated herein, all facts set forth in this Declaration are based upon
25 my personal knowledge, the knowledge of other employees working under and alongside me on this
26 matter, my discussions with the Reorganized Debtors’ personnel and the Reorganized Debtors’ various

27 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
28 the Opposition.

1 advisors and counsel, and my review of relevant documents and information. If called upon to testify, I
2 would testify competently to the facts set forth in this Declaration. I am authorized to submit this
3 Declaration on behalf of Kroll.

4 **Process for Filing Amended Proofs of Claim in the PG&E Chapter 11 Cases**

5 5. The process for filing an amendment with respect a Rescission or Damage Claim in the
6 PG&E Chapter 11 Cases is straightforward and typical of the process in other chapter 11 cases in which
7 Kroll has been involved. To submit an amended proof of claim, a claimant must fill out the Rescission
8 or Damage Claim Proof of Claim and indicate in Question 5 that the claim is amending an existing proof
9 of claim. If the claimant knows the claim number on the claims registry for the original proof of claim,
10 the form also provides space to indicate that information.

11 6. Claimants submitting an amended proof of claim may file their amendments either
12 electronically through Kroll's website, by first class mail, overnight courier, or hand delivery, as laid out
13 in the Extended Securities Bar Date Order [Dkt. No. 5943]. This is the same process by which a claimant
14 would submit an original proof of claim.

15 7. Once the Rescission or Damage Proof of Claim is received by Kroll, Kroll assigns a claim
16 number, and registers the claim on the claims register. If the filer indicated through Question 5 that the
17 submission was an amendment to an existing proof of claim, then this information is reflected on the
18 claims register in each of the fields "Amends Previously Filed Claim," "Amended Claim Number," and
19 "Amended Claim Date." This information indicates that the new claim number is amending an existing
20 proof of claim.

21 8. If Question 5 on a Rescission or Damage Claim Proof of Claim indicates that the claim
22 is an amendment, it is processed and registered as an amendment.

23 9. Once an amendment is fully processed, Kroll mails an acknowledgement card to the
24 claimant via USPS first class mail ("**Claim Acknowledgment Cards**") unless Kroll has been asked by
25 the claimant to forgo sending the physical claim acknowledgment. The Claim Acknowledgment Cards
26 provide confirmation of the claim filing date and the claim number assigned to the amending claim.

1 10. As I indicated above, the process Kroll has employed for the submission of amendments
2 in connection with Rescission or Damage Claims in the PG&E Chapter 11 Cases is typical of the process
3 we employ in other chapter 11 cases.

4 **Amendments to the Securities Claims in the PG&E Chapter 11 Cases**

5 11. According to Kroll's records, there have been approximately 1,600 amendments to
6 Securities Claims filed in the PG&E Chapter 11 Cases since March 6, 2020. This number is based solely
7 on the information provided in the Rescission or Damage Claim Proof of Claims received and does not
8 take into account any claims reconciliation.

9 12. During the 2022 calendar year alone, there were approximately 268 amendments to
10 Rescission or Damage Claims in the PG&E Chapter 11 Cases. As far as I am aware, these amendments
11 have all been treated similarly by Kroll and the process by which they have been logged on the claims
12 register has been consistent with the process I set forth above for the submission of amendments.

13 **The Baupost Amendments**

14 13. On April 15, 2020, Kroll received two Rescission or Damage Claim Proof of Claim forms
15 from Baupost Group Securities, L.L.C. ("**Baupost**"). These claims were processed and registered to the
16 claims register as claim numbers 100269 and 100309.

17 14. On December 28, 2022, Kroll received two Rescission or Damage Claim Proof of Claim
18 forms from Baupost. Each submission indicated that it was amending a previously filed claim. The
19 submissions indicated that they were amending proofs of claim 100269 and 100309. These submissions
20 will hereinafter be referred to as the "Baupost Supplements."

21 15. On January 3, 2023, Kroll processed and registered the two Baupost Supplements. The
22 register indicates that the Baupost Supplements are amending previously filed claims, provides the
23 amended claim numbers (109847 and 09848), and the amended claim date.

24 16. On January 4, 2023, Kroll mailed two Claim Acknowledgment Cards to Baupost
25 providing Baupost with confirmation of the claim filing date and the assigned proof of claim numbers
26 for each of its amended claims. Scanned copies of these Claim Acknowledgment Cards are attached
27 hereto as **Exhibit B**.

28 17. As far as I am aware, there has been no attempt by anyone, including the Reorganized

1 Debtors, to alter, prevent or otherwise object to the logging of the Baupost Supplements.

2 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
3 correct to the best of my knowledge, information, and belief. Executed this eleventh day of January,
4 2023.

5
6 /s/ Herb Baer
Herb Baer
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28